

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

BLACKROCK BALANCED CAPITAL  
PORTFOLIO (FI) et al., derivatively, on behalf  
of the Trusts Identified in Exhibit 1,

Plaintiffs,

-against-

DEUTSCHE BANK NATIONAL TRUST  
COMPANY; and DEUTSCHE BANK TRUST  
COMPANY AMERICAS,

Defendants,

-and-

The Trusts Identified in Exhibit 1,

Nominal Defendants.

X

Case No. 14-cv-9367

Hon. Richard M. Berman

**THIRD SUPPLEMENTAL  
DECLARATION OF ELIZABETH A.  
FROHLICH, IN FURTHER SUPPORT  
OF DEFENDANTS' JOINT MOTION  
TO DISMISS**

X

I, Elizabeth A. Frohlich, declare as follows:

1. I am a partner with the law firm of Morgan, Lewis & Bockius LLP, attorneys for Defendants Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas, as trustees for the 564 residential mortgage-backed securitization trusts at issue in the above-captioned action, and am admitted *pro hac vice* in this case.

2. I submit this declaration in support of the Defendants' Joint Motion to Dismiss (Docket No. 55), as a supplement to the April 30, 2015 Declaration of Elizabeth A. Frohlich and supporting documents (Docket Nos. 56, 67, 69, 72, 74, 75, and 77).

3. One of the documents attached as an exhibit to the April 30, 2015 Declaration of Elizabeth A. Frohlich (Docket No. 56) was submitted in error. As described below, a corrected copy of this exhibit is attached hereto. The substitution of the correct exhibit does not affect the substance of the Joint Motion to Dismiss or require amendments to the Joint Memorandum of Law in Support of Defendants' Joint Motion to Dismiss (Docket No. 66) or the Reply in Support of Defendants' Joint Motion to Dismiss (Docket No. 81).

4. Attached hereto is a corrected version of **Exhibit 201**, which contains excerpts from the Pooling and Servicing Agreement for the HSI Asset Securitization Corporation Trust 2006-NC1 ("HASC 2006-NC1"), dated as of February 1, 2006. (*See* Compl. Ex. A., Line 201.)

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: July 21, 2015  
San Francisco, California

/s/ Elizabeth A. Frohlich  
Elizabeth A. Frohlich